

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (LSS)

(Jointly Administered)

Deadline to File Rule 3018 Motion:
March 13, 2025, at 4:00 p.m. (ET)

**NOTICE OF DEBTORS' OMNIBUS NONSUBSTANTIVE
LIMITED OBJECTION TO CLAIMS SOLELY FOR VOTING PURPOSES**

PLEASE TAKE NOTICE THAT on February 21, 2025, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered an order [Docket No. 1019] (the “Disclosure Statement Order”): (a) authorizing Franchise Group, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”) to solicit acceptances for the *Sixth Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Debtor Affiliates* [Docket No. 1015] (as amended, modified, or supplemented from time to time, the “Plan”);² (b) approving the *Disclosure Statement for the Sixth Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Debtor*

¹ The Debtors in these chapter 11 cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 2371 Liberty Way, Virginia Beach, Virginia 23456.

² Capitalized terms used but not defined herein shall have the meanings ascribed to such terms later in the Limited Objection, the Plan, or the Disclosure Statement Order (each as defined below), as applicable.

Affiliates (as amended, modified, or supplemented from time to time, the “Disclosure Statement”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation package; (d) approving procedures for soliciting, noticing, receiving, and tabulating votes on the Plan; (e) establishing certain deadlines to opt in to the releases set forth in the Plan; and (f) scheduling the Confirmation Hearing and establishing related notice objection procedures.

PLEASE TAKE FURTHER NOTICE THAT in accordance with paragraph 27 of the Disclosure Statement Order, the Debtors hereby file the *Debtors’ Omnibus Nonsubstantive Limited Objection Solely For Voting Purposes Associated With Certain Claims* (the “Limited Objection”) seeking that certain Claims be reclassified, estimated, and/or allowed in a fixed, reduced amount of \$1.00, subject to any Court order thereon **solely for voting purposes**.

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| <p>PARTIES RECEIVING THE LIMITED OBJECTION SHOULD REVIEW THE SCHEDULE ATTACHED TO THE PROPOSED ORDER TO DETERMINE IF THEIR CLAIM IS SUBJECT TO THE LIMITED OBJECTION.</p> |
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PLEASE TAKE FURTHER NOTICE THAT you are receiving this notice because you may be the Holder of a Claim against the Debtors that is subject to a pending objection by the Debtors. **The amount of your Claim may be reduced or modified solely for voting purposes unless you file a motion with the Court seeking relief to vote in the full amount of your asserted Claim, which motion must be filed before 4:00 p.m. (prevailing Eastern Time) on March 13, 2025.**

PLEASE TAKE FURTHER NOTICE THAT IF YOU ARE A CLAIMANT AND FAIL TO TIMELY FILE A MOTION PURSUANT TO BANKRUPTCY RULE 3018 PRIOR TO 4:00 P.M. (PREVAILING EASTERN TIME) ON MARCH 13, 2025, YOU WILL BE DEEMED TO HAVE CONCURRED WITH AND CONSENTED TO THE LIMITED OBJECTION AND THE RELIEF REQUESTED THEREIN.

PLEASE TAKE FURTHER NOTICE THAT QUESTIONS CONCERNING THE LIMITED OBJECTION SHOULD BE DIRECTED TO THE UNDERSIGNED COUNSEL FOR THE DEBTORS. CLAIMANTS SHOULD NOT CONTACT THE CLERK OF THE COURT TO DISCUSS THE MERITS OF THEIR DISPUTED CLAIMS OR THE LIMITED OBJECTION.

PLEASE TAKE FURTHER NOTICE THAT all solicitation materials, including Ballots and opt-in forms previously received, remain effective, but voting amounts will be adjusted consistent with the Proposed Order.

PLEASE TAKE FURTHER NOTICE THAT that the hearing at which the Court will consider Confirmation of the Plan will commence on May 12, 2025, at 10:00 a.m. (prevailing Eastern Time) (the “Confirmation Hearing”) before the Honorable Laurie Selber Silverstein, United States Bankruptcy Judge, at the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 6th Floor, Courtroom 2, Wilmington, DE 19801.

PLEASE TAKE FURTHER NOTICE THAT the Voting Deadline and the Objection Deadline are on April 23, 2025, at 12:00 p.m. (prevailing Eastern Time).

PLEASE TAKE FURTHER NOTICE THAT that copies of all documents filed in these chapter 11 cases may be obtained free of charge by visiting the Debtors' restructuring website at <https://cases.ra.kroll.com/FRG>. In addition, copies of the Plan are available upon written request to:

Franchise Group, Inc.
Ballot Processing Center
c/o Kroll Restructuring Administration LLC
850 3rd Avenue, Suite 412
Brooklyn, NY 11232

Copies of the Plan are also available, free of charge, by submitting an inquiry to the Solicitation Agent via telephone at (844) 285-4564 (U.S./Canada toll free) or +1 (646) 937-7751 (International), or via email at FRGInfo@ra.kroll.com (with "Franchise Group Solicitation Inquiry" in the subject line).

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Dated: March 6, 2025
Wilmington, Delaware

/s/ Allison S. Mielke

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